

EXHIBIT D

DECLARATION IN SUPPORT OF LEAD PLAINTIFF MOTION

I, the undersigned, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I, Michael Herman, respectfully submit this Declaration in support of my motion, pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”), for appointment as Lead Plaintiff and approval of my selection of Pomerantz LLP (“Pomerantz”) as Lead Counsel in the instant class action on behalf of all persons who invested in Gemini Trust Company, LLC’s (“Gemini”) program Gemini Earn or otherwise purchased Gemini Interest Accounts. In addition to Pomerantz, I am also represented by the law firm Bronstein, Gewirtz & Grossman, LLC in this action. I am informed of and understand the requirements and duties imposed by the PSLRA. I have personal knowledge about the information in this Declaration.

2. I live in Las Vegas, Nevada. I have a Bachelor’s of Science in International Business and am a businessman. I have experience working with attorneys. I am 44 years old and have been investing in cryptocurrencies for approximately five years. I suffered substantial losses as a result of the violations of the federal securities laws alleged in this action.

3. I have discussed this case with my counsel. Accordingly, I am aware of the current status of this litigation. I understand that in addition to myself, other class members may file motions seeking appointment as Lead Plaintiff in this action. I understand that on February 27, 2023, Pomerantz will file a memorandum of law in support of my motion to be appointed Lead Plaintiff. I understand that this Declaration and other supporting submissions prepared by Pomerantz will be filed concurrently with the memorandum of law. I understand that the Lead Plaintiff role includes evaluating the strengths and weaknesses of the case and prospects for resolution of this matter. I understand that it is the Lead Plaintiff’s responsibility to direct counsel with respect to this litigation, after receiving the benefit of counsel’s advice. I approved Pomerantz as my designated Lead Counsel.

4. I attest to, among other things, my belief in the merits of this action; my desire to achieve the best possible result for the Class; my understanding of the fiduciary obligations of Lead Plaintiffs; and my preparedness to supervise counsel and undertake all actions necessary to ensure that the Class's claims will be zealously and efficiently litigated. I hereby affirm that the foregoing statements, as well as all other statements set forth in this Declaration, are true and correct statements of my views and intentions with respect to this litigation, and that I seek appointment as Lead Plaintiff in this action.

5. Given my significant financial interest in the claims against the defendants, I am strongly motivated to recover the significant losses that I and the Class suffered as a result of defendants' violations of the federal securities laws. My principal goal in seeking to serve as Lead Plaintiff in this case is to achieve the best possible recovery for the Class from all culpable parties. I am committed to ensuring the litigation is litigated as zealously and efficiently as possible, in accordance with my duties under the PSLRA.

6. If appointed Lead Plaintiff, I will satisfy my fiduciary obligations to the Class by, among other steps, conferring with my counsel regarding litigation strategy and other matters, attending court proceedings, depositions, any settlement mediations, and hearings as needed, and reviewing and authorizing the filing of important litigation documents. Through these and other measures, I will ensure that this litigation will be vigorously prosecuted consistent with the obligations of a Lead Plaintiff under the PSLRA and in the best interests of the Class, and I will seek to obtain the greatest possible recovery for the Class.

7. I understand that the Lead Plaintiff's share of any recovery is the same as that of every other potential Class member. As my Certification states, I will not accept any payment for serving as a representative party beyond my *pro rata* share, except any reasonable costs and


expenses, such as lost wages and travel expenses, directly related to the Class representation, as ordered or approved by the Court pursuant to the PSLRA.

8. I also understand and appreciate the Lead Plaintiff's obligation under the PSLRA to select Lead Counsel and to monitor the action to ensure it is prosecuted efficiently. I have fulfilled this responsibility by selecting and retaining Lead Counsel with a proven history of handling this type of complex litigation. In this case, I selected Pomerantz to serve as Lead Counsel. Based on Pomerantz's experience in achieving substantial recoveries in securities class actions, I believe that the firm is well-qualified to represent the Class.

9. Pomerantz has been directed to prosecute this action in an efficient, cost-effective manner while obtaining the best possible result for the Class. I will continue to supervise counsel and actively oversee the prosecution of the action for the benefit of the Class by, among other things, reviewing pleadings, instructing counsel, and/or attending hearings, as necessary.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing statements relating to myself are true and correct to the best of my knowledge.

Executed on this 27th day of February.

DocuSigned by:

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Michael Herman